

Our Ref: SIHL/ADR/06

17th November 2006

Securities and Exchange Commission  
Office of International Corporate Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
United States

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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

By Courier



Dear Sirs,

**Shanghai Industrial Holdings Limited**  
**Rule 12g3-2(b) Materials**  
**File No. 82-5160**

**SUPPL**

On behalf of Shanghai Industrial Holdings Limited (the "Company"), I enclose copy of the announcement dated 16th November 2006 pursuant to Rule 12g3-2(b)(1)(iii) under the Securities Exchange Act of 1934 (the "Exchange Act").

Pursuant to Rule 12g3-2(b)(4) and (5), the aforesaid announcement shall not be deemed to be "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and the furnishing of the same shall not constitute an admission for any purpose that the Company is subject to the Exchange Act.

Meanwhile, should you have any queries, please do not hesitate to contact the undersigned at (852) 2876 2306.

Yours faithfully,

Marina Wong  
Company Secretary

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Encl.

c.c. Messrs. Morrison & Foerster, LLP (By Mail)  
Attn: Mr. Paul Boltz/Mr. Jonathan Lemberg



**上海實業控股有限公司**

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

**ANNOUNCEMENT MADE PURSUANT TO  
RULE 13.18 OF THE LISTING RULES**

This announcement is made pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The Board of Directors of Shanghai Industrial Holdings Limited (the "Company") announces that the Company (as guarantor) and a wholly-owned subsidiary of the Company (as borrower) entered into a facility agreement with a syndicate of banks and financial institutions (as lenders) on 16th November 2006 (the "Facility Agreement") for 5-year term and revolving loan facilities of up to HK\$3,000 million (the "Facility").

Pursuant to the terms of the Facility Agreement, if any of the following events of default (unless with the prior consent of the lenders) occurs, all loans together with accrued interest and any other amounts accrued under the Facility may become immediately due and payable:

- (1) Shanghai Industrial Investment (Holdings) Company Limited ("SIIC"), a controlling shareholder of the Company, ceases to hold (directly and indirectly) at least 35% ultimate beneficial interest of and in the voting share capital of the Company or ceases to have management control of the Company; or
- (2) the Shanghai Municipal People's Government, the controlling shareholder of SIIC, ceases to hold (directly or indirectly) at least 51% beneficial interest of and in the voting share capital of SIIC or SIIC ceases to remain under the administrative leadership of the Shanghai Municipal People's Government.

As at the date of this announcement, SIIC is interested in approximately 56.59% of the issued voting share capital of the Company.

By Order of the Board  
**Shanghai Industrial Holdings Limited**  
**Wong Mei Ling, Marina**  
Company Secretary

Hong Kong, 16th November 2006

*As at the date of this announcement, the Board of Directors of the Company comprises eight executive Directors, namely, Mr. CAI Lai Xing, Mr. CAI Yu Tian, Mr. QU Ding, Mr. LU Ming Fang, Mr. DING Zhong De, Mr. QIAN Shi Zheng, Mr. YAO Fang and Mr. TANG Jun; and three independent non-executive Directors, namely, Dr. LO Ka Shui, Prof. WOO Chia-Wei and Mr. LEUNG Pak To, Francis.*